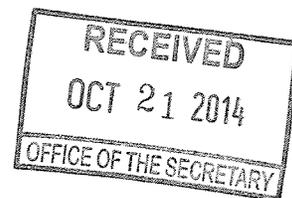


**HARD COPY**



**UNITED STATES OF AMERICA**  
Before the

**SECURITIES AND EXCHANGE COMMISSION**

**Administrative Proceeding**  
**File No. 3-15989**

**In the Matter of**

**SELECT FIDELITY TRANSFER  
SERVICES, LTD.,**

**Respondent.**

**DECLARATION OF KENNETH A. LIEBL**

I, Kenneth A. Liebl, pursuant to 18 U.S.C. § 1746, hereby declare as follows:

1. I am employed as an Examination Manager in the Office of Compliance Inspections and Examinations (“OCIE”) in the New York Regional Office of the Securities and Exchange Commission (“Commission”). I joined OCIE in 1989 as a Securities Compliance Examiner.

2. I make this Affidavit in support of the motion by the Division of Enforcement (“Division”) for summary disposition against Respondent Select Fidelity Transfer Services, Ltd. (“Select Fidelity”).

3. Unless otherwise noted, I make this Affidavit based on personal knowledge and to the best of my recollection. I have described the statements of others set forth below in sum and substance and in part and not verbatim. Because the Division submits this Affidavit for the limited purpose of supporting its Motion, I have not set forth each and every relevant fact that I know.

4. OCIE conducts examinations of entities registered with the Commission, including broker-dealers, investment advisers, and transfer agents, to improve compliance, prevent fraud, and

monitor risk, among other things. OCIE typically conducts its examinations on site at registrants' offices.

5. In August 2012, the OCIE staff checked Select Fidelity's website and OTCBB listing and found that Select Fidelity purported to operate from multiple addresses.

6. On August 22, 2012, three OCIE staff members, Eric Garvey, Stephen DeBella ("DeBella") and I ("the Exam Team"), tried to conduct an on-site examination of registrant, Select Fidelity, by visiting three different addresses.

7. The Exam Team visited 36 Toronto Street, Toronto, Ontario. This was the address that was listed on both the Commission's EDGAR system and also listed on Select Fidelity's Form TA-1, but it was crossed out by hand on the TA-1. The Exam Team found neither an office for Select Fidelity there nor any indication whatsoever that Select Fidelity was located at 36 Toronto Street.

8. That afternoon, the Exam Team also visited 2 Pelham Square, Suite 201, Fonthill, Ontario. This address was listed for Select Fidelity at [www.otcbb.com](http://www.otcbb.com). The Exam Team found no sign of Select Fidelity there either.

9. That same day, the Exam Team visited 4025 Dorchester Road, Suite 338, Niagara Falls, Ontario, an address that was listed in the Commission's EDGAR system as an updated address and on Select Fidelity's web-site, [www.selectfidelity.com](http://www.selectfidelity.com). The Exam Team did not find a physical office for Select Fidelity there; the location was a UPS Center, where Select Fidelity had an active mail box.

10. Later on August 22, 2012, after the Exam Team failed to find Select Fidelity at these three addresses, Steven Vitulano ("Vitulano"), Assistant Regional Director of the OCIE Program, called the telephone number provided on Select Fidelity's web-site. Vitulano spoke with Michel Herreweghe ("Herreweghe") and explained to Herreweghe that the OCIE staff made several failed

attempts to conduct an on-site examination of Select Fidelity. Herreweghe told Vitulano that Select Fidelity had moved to a new address: 6150 Valley Way, Suite 116, Niagara Falls, Ontario.

11. Later still the same day, the Exam Team visited 6150 Valley Way, Suite 116, Niagara Falls, Ontario and found the suite empty with no sign that Select Fidelity had offices there.

12. Vitulano contacted Herreweghe again on August 22, 2010. Herreweghe told Vitulano that Select Fidelity was still in the process of moving to 6150 Valley Way.

13. On September 17, 2012, Vitulano, DeBella, Hitan Patel ("Patel"), and I contacted Herreweghe by telephone. Herreweghe told us that Select Fidelity had completed its move to the 6150 Valley Way address.

14. On September 19, 2012, Vitulano sent Select Fidelity a letter by electronic mail requesting certain transfer agent books and records. The requested records included (i) lists of Select Fidelity's addresses, owners, vendors, and issuer clients, (ii) transfer journals, (iii) master security holder files, and (iv) control books for each issuer client. A true and correct copy of the letter dated September 19, 2012, addressed to Select Fidelity is attached as Exhibit A.

15. On October 9, 2012, Vitulano sent Select Fidelity a letter by electronic mail notifying them that the OCIE program would commence an on-site examination of Select Fidelity beginning on October 15, 2012. The letter requested confirmation no later than October 10, 2012 that Select Fidelity staff members would be on site and available during that time frame. A true and correct copy of the letter dated October 9, 2012, addressed to Select Fidelity, is attached as Exhibit B.

16. Also on October 9, 2012, I spoke with Herreweghe, and we discussed the document requests and pending examination.

17. On the following day, October 10, 2012, Herreweghe emailed me stating that he was not an officer or director of Select Fidelity but was acting under power of attorney as a consultant. Herreweghe attached to his email a list of several addresses for Select Fidelity and the names of its

purported owners, neither of whom was listed on Select Fidelity's Form TA-1. A true and correct copy of the email dated October 10, 2012 from Herreweghe and the email attachments is attached here as Exhibit C.

18. Select Fidelity did not produce any documents in response to OCIE's document request of October 10, 2012. Select Fidelity also did not confirm their availability for an examination of Select Fidelity.

19. That same day, October 10, 2012, I emailed Herreweghe reminding him that we had not received a response regarding the availability of Select Fidelity staff, and I again requested a response no later than the following morning. A true and correct copy of the email dated October 10, 2012 is attached as Exhibit D.

20. The next afternoon, October 11, 2012, Herreweghe emailed me and claimed to be unavailable for the on-site examination. He said Select Fidelity would suspend its activities, that its office would be closed until further notice, and that it would file a Form TA-W to withdraw its registration. A true and correct copy of the email dated October 11, 2012 is attached as Exhibit D.

21. On October 18, 2012, Vitulano sent Select Fidelity a letter citing its failure to permit inspection of its required books and records. The letter notified Select Fidelity that its failure could result in a recommendation to the Commission that action be taken against Select Fidelity. A true and correct copy of the letter is attached as Exhibit E.

22. On November 20, 2012, Vitulano and I spoke with Herreweghe, who claimed that he could not file a form TA-W to withdraw Select Fidelity's registration because Select Fidelity had no living officers. Herreweghe also claimed he had no authority to act for Select Fidelity and that Select Fidelity was no longer operational.

23. On June 4, 2013, Patel, DeBella, and I visited 335 Bay Street, Suite 600, Toronto, Ontario, which is the registration address listed on Select Fidelity's original Form TA-1 but found neither an office for Select Fidelity there nor any indication whatsoever that Select Fidelity was located there.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/20/14  
New York, New York



Kenneth A. Liebl



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
NEW YORK REGIONAL OFFICE

3 World Financial Center  
NEW YORK, NY 10281

IN REPLYING PLEASE QUOTE  
NYRO-BD-SCV  
(212) 336-0936

September 19, 2012

**VIA EMAIL**

corpservices@selectfidelity.com  
Select Fidelity Transfer Services, Ltd.  
6150 Valley Way, Suite 116  
Niagara Falls, Ontario, Canada L2E1Y3

Attn: Michel Herreweghe, President

***Re: Select Fidelity Transfer Services, Ltd. ("Select Fidelity") – SEC File #84-06139***

Dear Mr. Herreweghe:

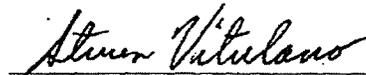
Pursuant to Section 17 (a) and (b) of the Securities and Exchange Act of 1934, the staff requests that Select Fidelity provide it with the following records and information:

- List of Current Owners of Select Fidelity. Include names, percentages of ownership, and dates of acquisition;
- Organizational chart. Provide all employees' names, titles and dates of hire.
- List all addresses from where Select Fidelity has performed its transfer and/or registrar functions from its inception through the present. For each address, provide the dates of operation and a copy of the lease agreement for Select Fidelity's current address;
- List of all mail box locations maintained by Select Fidelity from its inception through the present;
- List of all issuers currently serviced by Select Fidelity. Include the date that Select Fidelity was appointed as transfer agent, the market where the issuer is traded, and the name of the transfer agent that handled transfer activities prior to Select Fidelity's appointment;
- List of all issuers where Select Fidelity ceased conducting transfer agent activities during the period January 2010 through the September 5, 2012. Include the date that Select Fidelity ceased performing transfer agent activities, the market where the issue was traded, and the name of the successor transfer agent;
- List of all vendors who Select Fidelity contracted to provide transfer software from its inception through the present, as well as a list of vendors who were contracted to electronically file Select Fidelity's Form TA-1 and/or amendments ;
- Transfer journals for the period January 1, 2012 through September 4, 2012;
- Master securityholder files as of September 5, 2012;
- Control books for each issuer; and

- Copy of a sample appointment document or other contract/document describing the services that Select Fidelity performs for issuer clients.

If you have any questions, please call me at (212) 336-0936, or Kenneth Liebl, Examination Manager, at (212) 336-0476. Your cooperation in this matter is greatly appreciated.

Sincerely,



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Steven Vitulano, Assistant Regional Director  
Broker-Dealer Inspection Program

***Enc: Form 1661***

3



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
NEW YORK REGIONAL OFFICE  
3 World Financial Center - 4<sup>th</sup> Floor  
New York, NY 10281

DIRECT DIAL  
(212) 336-0476

October 9, 2012

**VIA EMAIL**

Select Fidelity Transfer Services, Ltd.  
6150 Valley Way, Suite 116  
Niagara Falls, Ontario, Canada L2E1Y3  
Attn: Michel Herreweghe, President

Re: Select Fidelity Transfer Services, Ltd ("Select Fidelity") – SEC File # 84-06139

Dear Mr. Herreweghe:

The United States Securities and Exchange Commission's New York Regional Office will be conducting an examination of Select Fidelity pursuant to Section 17 of the Securities Exchange Act of 1934 ("Exchange Act"). We will be in Ontario beginning Monday, October 15, 2012. Please confirm no later than October 10, 2012 that Select Fidelity staff members will be on site and available during period October 15, 2012 through October 19, 2012 to assist the staff in providing answers to questions it may have regarding the registrant's operations and to provide documents that will be examined by the staff.

In connection with this request, we have also attached the Commission's Examination Brochure along with SEC Form 1661, which covers requests for documents and information from regulated entities.

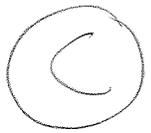
Thank you for your cooperation and prompt attention to this matter. If you have any questions concerning this request, please call me at (212)336-0476 or Steven Vitulano at (212)336-0936.

Sincerely,

A handwritten signature in black ink, appearing to read "Kenneth Liebl", written over a horizontal line.

Kenneth Liebl  
Exam Manager

/Enclosure



**Rodriguez, Teresa A.**

---

**From:** Select Fidelity Transfer <corpservices@selectfidelity.com>  
**Sent:** Wednesday, October 10, 2012 4:43 PM  
**To:** Liebl, Kenneth A.  
**Subject:** REQUEST DATED Sept 19-2012 from STEVEN VITULANO  
**Attachments:** INITIAL RESPONSE TO SEC REQUEST -OCT 10-2012.pdf

Dear Sirs/Madam

Please be advised this writer Michel Herreweghe is not an officer or director of Select Fidelity but is acting under power of attorney as a consultant.

Please find attached partial information as requested.

Further information will be provided upon this writer receiving same.

Michel Herreweghe/Consultant for Select

List of Current Owners of Select Fidelity. Include names, percentages of ownership, and dates of acquisition;

To the best of recollection in the records and based on available information

January 26, 2006 - Roger Kirby – 50%

January 26, 2006 - Joseph Olajos – 50%

Organizational chart. Provide all employees' names, titles and dates of hire.

January 26, 2006 - Roger Kirby – Director/President/ Secretary treasurer

November 5, 2007 - Joseph Olajos – Director /Secretary/Treasurer/General Manager

INCOMPLETE MORE INFORAMTION TO FOLLOW

List all addresses from where Select Fidelity has performed its transfer and/or registrar functions from its inception through the present. For each address, provide the dates of operation and a copy of the lease agreement for Select Fidelity's current address;

To the best of recollection in the records and Based on available information

36 Toronto Street  
Toronto, Ontario M5C 2C5

2 Pelham Town Square, Suite 203  
Fonthill, On L0S 1E0

826 East Main Street  
Welland, Ontario L3B 3Y9

1455 16<sup>th</sup> Avenue, Unit 3B  
Richmond Hill, On L4B 4W5

6150 Valley Way, Suite 116  
Niagara Falls, On, L2E 1Y3

List of all mail box locations maintained by Select Fidelity from its inception through the present;

To the best of recollection in the records and Based on available information

1 Pelham Town Square, Box 1167  
Fonthill, On L0S 1E0

4025 Dorchester Road, Suite 338  
Niagara Falls, On L2E 7K8

List of all issuers currently serviced by Select Fidelity. Include the date that Select Fidelity was appointed as transfer agent, the market where the issuer is traded, and the name of the transfer agent that handled transfer activities prior to Select Fidelity's appointment;

INFORMATION TO FOLLOW

List of all issuers where Select Fidelity ceased conducting transfer agent activities during the period January 2010 through the September 5, 2012. Include the date that Select Fidelity ceased performing transfer agent activities, the market where the issue was traded, and the name of the successor transfer agent;

INFORMATION TO FOLLOW

List of all vendors who Select Fidelity contracted to provide transfer software from its inception through the present, as well as a list of vendors who were contracted to electronically file Select Fidelity's Form TA-1 and/or amendments ;

Microsoft Access

QuickBooks

WHEN AVAILABLE MORE INFORMATION TO FOLLOW

Transfer journals for the period January 1, 2012 through September 4, 2012;  
Master security holder files as of September 5, 2012;

INFORMATION TO FOLLOW

Control books for each issuer; and

INFORMATION TO FOLLOW

Copy of a *sample appointment document or other* contract/document describing the services that Select Fidelity performs for issuer clients

D

**Rodriguez, Teresa A.**

---

**From:** Select Fidelity Transfer <corpservices@selectfidelity.com>  
**Sent:** Thursday, October 11, 2012 3:50 PM  
**To:** Liebl, Kenneth A.  
**Subject:** SELECT

Dear Sirs/Madam

It is my regret to inform you that this writer will not be available in Canada until mid November and will not be able to assist until then.

Since the company cannot meet its obligations it is suspending its activities under the TA-1 registration with a view of filing a FORM TA-W and winding down its activities.

Due to these circumstances the office will be closed until further notice.

It is the intent of the company to update the SEC during this process and conform to any statute obligations to the best of its abilities.

Michel Herreweghe/Consultant for Select

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**From:** Liebl, Kenneth A. [<mailto:LieblK@SEC.GOV>]  
**Sent:** October-10-12 4:57 PM  
**To:** Select Fidelity Transfer  
**Subject:** RE:

Mr. Herreweghe,

In the correspondence that I emailed you yesterday, I requested that you confirm whether someone will be present at the transfer agent from October 15<sup>th</sup> through October 19<sup>th</sup>. You have not provided a response. Please provide a response no later than tomorrow morning.

Thank you,

Kenneth Liebl

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**From:** Select Fidelity Transfer [<mailto:corpservices@selectfidelity.com>]  
**Sent:** Wednesday, October 10, 2012 4:43 PM  
**To:** Liebl, Kenneth A.  
**Subject:** REQUEST DATED Sept 19-2012 from STEVEN VITULANO

Dear Sirs/Madam

Please be advised this writer Michel Herreweghe is not an officer or director of Select Fidelity but is acting under power of attorney as a consultant.

Please find attached partial information as requested.

Further information will be provided upon this writer receiving same.





UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
NORTHEAST REGIONAL OFFICE  
233 BROADWAY  
NEW YORK, NY 10279

IN REPLYING PLEASE QUOTE  
NYRO-BD-RAS  
(646) 428-1620

F

October 18, 2012

**VIA EMAIL and EXPRESS MAIL**

Select Fidelity Transfer Services, Ltd.  
6150 Valley Way, Suite 116  
Niagara Falls, Ontario, Canada L2E1Y3  
Attn: Michel Herreweghe

Re: Nonproduction of Records by Select Fidelity & Co.

Dear Mr. Herreweghe:

The staff of the New York Regional Office ("staff") of the United States Securities and Exchange Commission ("Commission") hereby notifies Select Fidelity Transfer Services, Ltd. ("Select Fidelity" or "registrant") that the staff considers Select Fidelity's failure to provide certain books and records beginning on September 19, 2012 to be a violation of Section 17(b) of the Securities Exchange Act of 1934 ("Exchange Act"). Section 17(a) and Section 17A of the Exchange Act, and the rules promulgated thereunder, require that registered transfer agents make, keep and furnish, to representatives of the Commission, the books and records described therein. Section 17(b) of the Exchange Act provides that all records of registered transfer agents are subject to examination by representatives of the Commission "at any time, or from time to time...." The scope of Section 17(b) is not limited to the records required to be kept pursuant to Section 17(a) and Section 17A of the Exchange Act and the rules promulgated thereunder.

In a letter from the staff to Select Fidelity dated September 19, 2012 ("September 19, 2012 Letter"), the staff requested that Select Fidelity provide certain designated books and records, as well as other basic information about the registrant and its operations. Many of the items contained in the staff's September 19, 2012 Letter directly relate to certain "core" transfer agent functions that, by their nature, should be amenable to timely production, such as:

- Transfer journals for the period January 1, 2012 through September 4, 2012;
- Master securityholder files as of September 5, 2012;
- Control books; and
- Sample appointment documents.

In addition to requesting the records described above, the staff requested that Select Fidelity provide simple and basic information about the registrant and its operations, such as:

- A list of issuers currently serviced by Select Fidelity;
- A list of all issuers where Select Fidelity ceased conducting transfer agent activities for the issuer during the period January 2010 through September 5, 2012;
- A list of the current owners of Select Fidelity;
- Select Fidelity's organization chart, including employee names, title, and date of hire;
- A list of all addresses where Select Fidelity has performed its transfer and/or registrar functions from its inception through to the present;
- A list of all mail box locations maintained by Select Fidelity from its inception through to the present; and
- A list of all vendors that had been contracted by Select Fidelity to provide transfer software from its inception through to the present.

On October 9, 2012, the staff emailed Select Fidelity a letter ("October 9, 2012 Letter"), informing the registrant in writing that it would be conducting an examination of Select Fidelity pursuant to Section 17 of the Exchange Act and that the staff would be in Ontario beginning October 15, 2012. The staff requested that Select Fidelity confirm that its employees would be on site and available during the period October 15, 2012 through October 19, 2012 to provide the staff with books and records during field work, and to answer any questions that the staff may have regarding the registrant's operations. In a telephone conversation that you had with Kenneth Liebl ("Liebl"), Examination Manager, on October 9, 2012, it was disclosed to you that the staff expected to spend a week in Ontario beginning October 15, 2012 and that Liebl needed to know whether Select Fidelity personnel would be at the registrant's office at the time of the staff's scheduled field work.

On October 10, 2012, Select Fidelity provided a written response ("October 10, 2012 Response") to the September 19, 2012 Letter, which was delivered to the staff via email. In Select Fidelity's only response thus far, Select Fidelity failed to provide any of the required transfer agent books and records requested by the staff, such as transfer journals, master securityholder files, control books, and sample appointment documents. The response merely stated, for those items, "*INFORMATION TO FOLLOW*". In its October 10, 2012 Response, Select Fidelity also failed to provide basic information about the registrant's activities, such as a list of all issuers for which it provides transfer agent services and a list of issuers for whom Select Fidelity ceased conducting transfer agent activities.

In addition, although Select Fidelity provided a response for some of other items requested in the September 19, 2012 Letter, it appears that some information provided in Select Fidelity's October 10, 2012 Response may be incomplete or inaccurate. For example, in response to the staff's request for an organization chart, including all employees' names, titles, and dates of hire, Select Fidelity provided a list containing only two names, "*Roger Kirby – Director/President/Secretary treasurer (sic)*" and "*Joseph Olajos – Director/Secretary/Treasurer/General Manager*", and the statement "*INCOMPLETE MORE INFORMATION TO FOLLOW*". During the staff's conversation with you on September 17, 2012, you stated that Joseph Olajos and Roger Kirby are deceased and you stated that someone named "Joanne" performs transfer agent functions, collects payments, and handles checks and

invoicing. No one named Joanne was provided in the response and the only employee names that you have provided, thus far, are deceased.

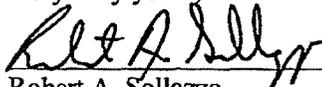
Many of the requested items in the September 19 2012 Letter relating to the operations of Select Fidelity and request for designated books and records are still outstanding. Although Select Fidelity's October 10, 2012 Response claimed that there would be "more information to follow", such records have not been provided.

On October 11, 2012, you emailed Liebl, informing him that "*the company cannot meet its obligations it is suspending its activities under the TA-1 registration with a view of filing a FORM TA-W and winding down its activities*". The email also stated that Select Fidelity's office will be closed "*until further notice*".

Select Fidelity has failed to produce designated books and records, including books and records that are required to be created and maintained and/or for books and records that Select Fidelity should have been able to promptly produce. By this letter, the staff again reiterates its earlier requests that Select Fidelity *promptly* make available for examination certain designated books and records

The staff believes that Select Fidelity's failure to provide, and its delays in providing, designated books and records to be a violation of Section 17(b) of the Exchange Act. Be advised that Select Fidelity's present and continuing, or future, failure to comply, or failure to comply on a timely basis, with the Staff's requests may result in the Staff recommending to the Commission that action be taken against Select Fidelity in the form of injunctive relief, administrative proceedings, or any other course of action permitted under the laws of the United States.

Very truly yours,



Robert A. Sollazzo

Associate Regional Director